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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre 6250 River Road, Suite 500 Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

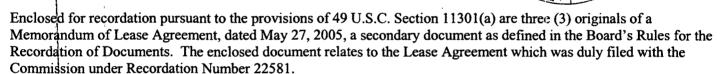
November 27, 2006

Mr. Vernon E. Williams Surface Transportation Board 1925 K Street, N.W., Room 704 Washington, DC 20423-0001

Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:



The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation

One O'Hare Center

6250 River Road, Suite 5000

Rosemont, IL 60018

Lessee:

Cascade and Columbia River Railroad Company

5300 Broken Sound Elvd, NW

Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is up to one hundred two (102) 71' centerbeam flat cars, marked NOKL (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne

Rail Documentation Specialist

Enclosures

(CSCD102)

RECORDATION NO. 22581-LILL

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ASSIGN. NO.: CSCD102

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27 day of _______, 200%, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 98 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of May 27, 2005 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Line of Legent Name: PICHARD F. SEVANUE

Name: PICHARD F. SEVANUE

Name: PICHARD F. SEVANUE

Name: PICHARD F. SEVANUE

Title: Vice President Sales & Markeling

Name: PICHARD F. SEVANUE

Title: Vice President Sales & Markeling

Name: PICHARD F. SEVANUE

Title: Vice President Sales & Markeling

Name: PICHARD F. SEVANUE

Title: Vice President Sales & Markeling

Name: PICHARD F. SEVANUE

Total Public of the County and State aforesaid, certify that Recut Name: Pichard Name: Public of the County and State aforesaid, certify that Recut Name: Pichard Name: P

My Commission Expires:

8-14-2008 (Notary Public) OFFICIAL SEAL SUSAN GROKULSKY NOTARY PUBLIC, STATE OF ILLINOIS MY COMMISSION EXPIRES 8-14-2008

CASCADE AND COLUMBIA RIVER RAILROAD CO. By: Sandra K. Franger Title: V.P. - Contracts Executed on this 26 day of May, 2005. [CORPORATE SEAL] STATE OF COUNTY OF COUNTY OF AUGUST A Notary Public of the County and State aforesaid, certify that Missing the execution of the foregoing Memorandum of Lease. WITNESS my hand and official stamp or seal, this day of May, 2005.

LESSEE:

My Commission Expires:

(Notary Public)

My Commission DD067657
Expires December 27, 2005

PERSONALLY KNOWN PRODUCED I.D.;

Notary Public

EXHIBIT A

to

MEMORANDUM OF LEASE

NUMBER OF CARS:

One hundred two (102)

DESCRIPTION OF CARS:

71' Centerbeam flat cars

CAR NUMBERS:

NOKL	729125	NOKL	729169	NOKL	729210
NOKL	729126	NOKL	729170	NOKL	729211
NOKL	729128	NOKL	729171	NOKL	729212
NOKL	729129	NOKL	729172	NOKL	729213
NOKL	729130	NOKL	729173	NOKL	729214
NOKL	729132	NOKL	729174	NOKL	729215
NOKL	729133	NOKL	729175	NOKL	729218
NOKL	729135	NOKL	729178	NOKL	729219
NOKL	729136	NOKL	729179	NOKL	729220
NOKL	729137	NOKL	729180	NOKL	729221
NOKL	729138	NOKL	729182	NOKL	729222
NOKL	729139	NOKL	729183	NOKL	729223
NOKL	729140	NOKL	729185	NOKL	729224
NOKL	729141	NOKL	729186	NOKL	729225
NOKL	729142	NOKL	729187	NOKL	729226
NOKL	729143	NOKL	729188	NOKIL	729227
NOKL	729145	NOKL	729190	NOKIL	729228
NOKL	729146	NOKL	729191	NOKIL	729229
NOKL	729147	NOKL	729192	NOKIL	729230
NOKL	729148	NOKL	729193	NOKL	729231
NOKL	729150	NOKL	729194	NOKL	729232
NOKL	729151	NOKL	729195	NOKI.	729235
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NOKL	729163	NOKL	729206	NOKL	729245
NOKL	729164	NOKL	729207	NOKL	729246
NOKL	729167	NOKL	729208	NOKL	729247
NOKL	729168	NOKL	729209	NOKL	729248